

RECORDATION NO.

25031-A
FILED

JUL 09 '04

12-36 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 8, 2004

Mr. Vernon A. Williams
Secretary Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Corrected Memorandum of Lease, dated as of June 28, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 25031 and corrects the equipment schedule attached to the previous filing.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, OH 43537
Lessee:	Wellman, Inc. 5416 Parkway Plaza Blvd. Charlotte, NC 28217

A description of the railroad equipment covered by the enclosed document is

36 railcars within the series AEX 5935 – AEX 9235

Mr. Vernon A. Williams
July 8, 2004
Page Two

A short summary of the document to appear in the index follows:

Corrected Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

Corrected
MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 28th day of June, 2004, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Wellman, Inc., a Delaware corporation, having its principal place of business at 5146 Parkway Plaza Boulevard, Charlotte, North Carolina 28217 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement #199301-WEL dated July 7, 1993 (the "Master Lease"), and Deal #R00288 dated as of February 20, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee ~~twenty-two (22)~~ **(36)** railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of eighty-four (84) months starting July 1, 2004.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

[Signature Pages to Follow]

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SURFACE TRANSPORTATION BOARD

LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 28th day of June, 2004, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie A. Dibble
Notary Public

JULIE ANN DIBBLE

(Remainder Of Page Intentionally Blank) Notary Public, State of Ohio
Commission Expires 8-20-05

LESSEE:
WELLMAN, INC.

By: Barbara Rucker
Printed
Name: Barbara Rucker

Title: Rail Fleet Manager

STATE OF North Carolina

COUNTY OF Mecklenburg SS:

The foregoing instrument was acknowledged before me this 24 day of June, 2004, by Barbara Rucker, the Rail Fleet Mgr. of Wellman corporation, on behalf of the corporation.

[Signature]
Notary Public

(Remainder Of Page Intentionally Blank) My Commission Expires February 28, 2008

EXHIBIT "A"

**WELLMAN, INC.
36 COVERED
HOPPERS
199301-WEL
DEAL #R00288**

1	AEX	5935
2	AEX	7607
3	AEX	7608
4	AEX	7610
5	AEX	7611
6	AEX	7612
7	AEX	7613
8	AEX	7614
9	AEX	7615
10	AEX	7616
11	AEX	7617
12	AEX	7618
13	AEX	7630
14	AEX	7631
15	AEX	7632
16	AEX	7633
17	AEX	7634
18	AEX	7635
19	AEX	7636
20	AEX	7637
21	AEX	7638
22	AEX	7639
23	AEX	7640
24	AEX	7641
25	AEX	7642
26	AEX	7643
27	AEX	8825
28	AEX	8877
29	AEX	8878
30	AEX	8977
31	AEX	9000
32	AEX	9004
33	AEX	9021
34	AEX	9026
35	AEX	9034
36	AEX	9235

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/18/04



Robert W. Alvord